

Exhibit B



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CS201519191
COMPANY TIN 009-137-668

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Articles of Incorporation and By-Laws of

VOICELESS TECHNOLOGIES, INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Corporation Code of the Philippines (Batas Pambansa Blg.68), approved on May 1, 1980 and the Foreign Investments Act of 1991 (Republic Act No. 7042, as amended), approved on June 13, 1991, and copies of said Articles and By-Laws are hereto attached.

This Certificate grants juridical personality to the corporation but does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company, pre-need plan issuer, general agent in pre-need plans and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

As a registered corporation, it shall submit annually to this Commission the reports indicated at the back of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 23rd day of September, Twenty Fifteen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department



COVER SHEET

Case 7:17-cv-08654-KMK Document 37-2 Filed 09/22/19 Page 3 of 12

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

REGISTRATION

Company Name

V O I C E L E S S T E C H N O L O G I E S , I N C .

Principal Office (No./Street/Barangay/City/Town)Province)

G R O U N D F L O O R C O R N E R S T O N E

B U S I N E S S C E N T E R , I S A A V E N U E ,

B R G Y . S A N R A F A E L ,

ZIP CODE

M A N D U R R I A O , I L O I L O C I T Y

COMPANY INFORMATION

Company's Email Address

N/A

Company's Telephone Number/s

N/A

Mobile Number

N/A

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

BENIGNO G. PAR, JR.

Email Address

bgpar@jglawph.com

Telephone Number/s

815 9071 to 78

Mobile Number

N/A

Contact Person's Address

6th Floor, SOL Bldg., 112 Amorsolo Street, Legaspi Village, Makati City

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor :

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Corporate and Partnership Registration Division

Green Lane Unit

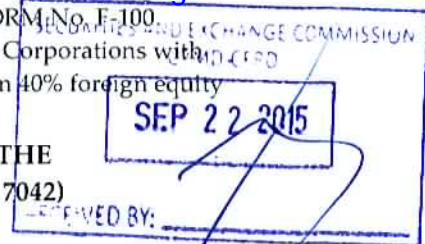
Financial Analysis and Audit Division

Licensing Unit

S.E.C. FORM No. F-100

For New Corporations with

more than 40% foreign equity



**APPLICATION TO DO BUSINESS UNDER THE
FOREIGN INVESTMENTS ACT OF 1991 (RA 7042)**

VOICELESS TECHNOLOGIES, INC.

hereby applies for authority to do business under the Foreign Investments Act of 1991, as amended by R.A. No. 8179 and submits the following statements and accompanying documents:

1. That the applicant is a new corporation with 99.98% foreign equity and intends to operate a:

- | | | |
|---------|----------------------------|----|
| () | domestic market enterprise | * |
| (x) | export market enterprise | ** |

2. That the primary purpose of said corporation is:

To engage in and carry on the trade or business of operating a multi-client, multilingual and multi-call center offering customer care outsourcing, enterprise support services, fulfillment services, handling and managing of computer data, data processing and storage, systems design and analysis, software package development, programming, data communication and related services, business consultancy, and/or technical consultancy, through various modes, such as but not limited to, telephone, facsimile, email, and/or internet, and/or models such as, but not limited to, classic BPO center based services, lease services of managed business centers, lease of fully outfitted seats, non-premise based and/or insourced services and other services relating to call center management and other relevant support services but without engaging in telecommunications business.

3. That the principal office of the corporation is in **Ground Floor Cornerstone Business Center situated at ISA Avenue, Brgy. San Rafael, Mandurriao, Iloilo City, Philippines.**

4. That the authorized capital stock, outstanding and paid-up capital of the applicant are as follows:

AUTHORIZED	OUTSTANDING	PAID-UP
Php10,000,000.00	Php2,500,400.00	Php625,400.00

(Please use additional sheet if necessary)

*domestic market price – an enterprise which produces goods for sale, or renders services or otherwise engages in any business in the Philippines. This requires minimum paid-up capital equivalent to US\$200,000.00

**export market enterprise – an enterprise wherein a manufacturer, processor or service (including tourism) enterprise exports sixty percent (60%) or more of its output or wherein a trader purchases products domestically or exports sixty percent (60%) or more of such purchases. Minimum paid-up capital required is P5,000.00

5. That the alien subscriber(s) of the applicant who are stockholders/partners of an existing corporation/partnership in the Philippines which is engaged in the same line of business as that of the applicant are as follows:

Name	Name of Corporation/ Partnership	Percentage of Shareholdings	No. of Directors/ Partners
George Kaltner	Avatar Technologies Phl Inc.	38%	4
Oscar Razzour	Avatar Technologies Phl Inc.	2%	4

(Please use additional sheet if necessary)

6. That as an export enterprise, the applicant undertakes to export at least 60% of its total output as indicated hereunder and commits to submit report of such export to the Board of Investments as required by the Implementing Rules of RA 7042 as amended.

Year	Products	Total Projected Sales Volume/Value***		Domestic Sales	Export Sales	Export %
1	Services	960,000	man hours	0.00	\$4,800,000	100%
2	Services	1,536,000	man hours	0.00	\$7,680,000	100%
3	Services	2,457,600	man hours	0.00	\$12,288,000	100%
4	Services	3,932,160	man hours	0.00	\$19,660,800	100%
5	Services	6,291,456	man hours	0.00	\$31,457,280	100%

*** Please use value in case of products of different kinds and characteristics as well as to those of the same kind but with various categories using different unit of measurement, volume in case of products of the same kind or category using a common unit of measurement.

7. That we undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of the name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good customs or public policy.

IN WITNESS WHEREOF, I, the authorized representative of the applicant, hereby signed this application this 16th September of 2015 in Makati City, Philippines.


BENIGNO G. PAR, JR.

Stockholder

SUBSCRIBED AND SWORN TO before me this 17th September of 2015, affiant exhibiting to me his Social Security System (SSS) No. 33-3059461-0.

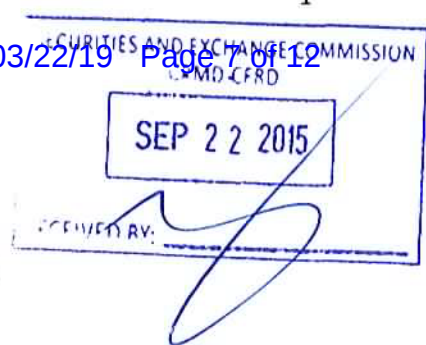
Doc No. 39;
Page No. 17;
Book No. 1;
Series of 2015.

OLIVIA P. TAGANAS
Appointment No. M-220 / Notary Public / Makati City
Valid Until 21 December 2015
JGLaw, 6th Floor, 301 Bldg., 112 Amorsolo St.
Legaspi Village, Makati City
PTR No. 475201 / 05 January 2015 / Makati City
IBP Lifetime No. 1726 / 25 April 2013 / Makati City
Roll No. 62371

NOTE:

- Only applications with complete supporting documents including proper indorsements from appropriate government agencies shall be accepted.
- All documents executed abroad should be authenticated by the Philippine Embassy or Consulate in the country where executed.
- Submit six (6) copies
- **List of Requirements**
 - 1) Application form
 - 2) Name Verification Slip
 - 3) Articles of Incorporation & By-Laws
 - 4) Bank Certificate of Deposit
 - 5) Proof of Inward Remittance such as bank certificate of inward remittance
 - 6) Treasurer's Affidavit

ARTICLES OF INCORPORATION
OF
VOICELESS TECHNOLOGIES, INC.



KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a stock corporation under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of this Corporation shall be:

Voiceless Technologies, Inc.

SECOND: The purpose for which the corporation is formed are:

Primary Purpose

A. The primary purpose of the Corporation is:

To engage in and carry on the trade or business of operating a multi-client, multilingual and multi-call center offering customer care outsourcing, enterprise support services, fulfillment services, handling and managing of computer data, data processing and storage, systems design and analysis, software package development, programming, data communication and related services, business consultancy, and/or technical consultancy, through various modes, such as but not limited to, telephone, facsimile, email, and/or internet, and/or models such as, but not limited to, classic BPO center based services, lease services of managed business centers, lease of fully outfitted seats, non-premise based and/or insourced services and other services relating to call center management and other relevant support services but without engaging in telecommunications business.

Secondary Purpose

1. To provide assistance to customers experiencing technical difficulties, increase their use and comfort with the products and service of Clients by providing services such as but not limited to: Installation Support, Up & Running Support, Troubleshooting and Usage Support ("How To");
2. To provide customer care Solutions and Services through a scalable suite of multi-lingual services designed to meet customers' unique needs locally and

throughout the world. These solutions and Services shall include among others, expertise, technology, and quality in the following areas: Order Status, Account Maintenance, Service Dispatch, and Customer Relations;

3. Provide customers with tangible results to every aspect of their marketing campaign, with a focus on helping target and acquire new customers. This shall include market research, lead management and order processing and extends through delivery of comprehensive inbound and outbound business-to-customer or business-to-business services. Marketing support shall also embrace Inbound and Outbound Sales, Lead Generation Programs, Surveys, UP Sell/Cross Sell Programs;
4. Provide voice self-service solutions, which will enable the client to quickly and affordably manage complex customer interactions and transactions through the following among others: Price and Availability Status, Order Line, Location Finder, Literature Request, Lead Capture, Survey, Loan Capture, Delivery Status, Name/Address Change List Removal, Mailing List Maintenance, Service Schedule;
5. Provide support services aimed at improving the supporting processes and systems within the Client's company through the delivery of best practices in Information Technology (IT), Human Resources, and back-office business process outsourcing. Such services being deployed through any of the following : IT Services IT Help Desk Service Corporate Help Desk;
6. Provide fulfillment solutions to a global clientele which shall include multilingual sales order processing through e-mail, Web and phone, full multicurrency financial management and payment processing, inventory control and storage, vendor, management, product delivery and product returns handling;
7. To provide a full range of development services, including development project management. Project assessment, development methodology, solution design, training material development and programming, as well as the delivery of complete or individual project components as needed or requested;
8. To purchase, acquire, own, lease, sell and convey machineries, equipment and personal properties as may be necessary or incidental to the conduct of the corporate business, and to pay in cash, shares of its capital stock, debentures and other evidence of indebtedness, or other securities, as may be deemed expedient, for any business or property acquired by the corporation;
9. To borrow or raised money, from not more than nineteen (19) lenders including its stockholders, necessary to meet the financial requirements of its business by the insurance of bonds, promissory notes and other evidences of indebtedness and to secure the payment thereof by mortgage, pledge, deed of trust or lien upon the properties of the corporation or to issue pursuant to law,

shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation for money borrowed in the prosecution of its lawful business;

10. To invest and deal with the money and personal properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell, dispose of or transfer the business, properties and goodwill of the corporation or any part thereof for such consideration and under such terms as is shall see fit to accept;
11. To aid, in any manner, any individual, firm, corporation, association or trust estate, domestic or foreign, wherein shares of stock, bonds, debenture, notes, securities, evidences of indebtedness, contracts or obligations are held or for this corporation, directly or indirectly or through other corporations or otherwise;
12. To enter into any lawful arrangement for sharing profits, union of interest, utilization or farm out agreement, reciprocal concession, or cooperation with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign in carrying on any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation;
13. To acquire or obtain from any governmental authority, national, provincial, municipal or otherwise, or from any corporation, or company or partnership person, such charter, contracts, franchise, privileges, exemption, licenses and concessions as may be conducive to any of the objects of the corporation;
14. To establish and cooperate one or more branch offices or agencies and to carry on any or all of its operations and business without any restrictions as to place or amount, including the right to hold, purchase or otherwise acquire, lease, mortgage, pledge and convey or otherwise deal in any personal or real property, except land, anywhere within the Philippines;
15. To enter into, make, perform, and carry out contracts of any and every kind for any lawful purpose, including but not limited to management services agreement and professional services agreement, without limit as to amount, with any person, firm or corporation;
16. To conduct and transact any and all lawful activities, and to do or cause to be done any one or more of the acts and things herein set forth as its purposes, within or outside the Philippines, and in any and all foreign countries, and to do everything necessary, desirable or incidental to the accomplishment of the purposes or the exercise of any one or more of the powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this corporation.

17. To guarantee, for and on behalf of the Corporation obligations of other corporations or entities in which it has lawful interest;

B. That the Corporation shall have all the express powers of a corporation as provided for under Section 36 of the Corporation Code of the Philippines.

THIRD: The place where the principal office of the corporation is to be established is in **Ground Floor Cornerstone Business Center situated at ISA Avenue, Brgy. San Rafael, Mandurriao, Iloilo City, Philippines.**

FOURTH: The term for which the corporation is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

FIFTH: The names, nationalities and residences of the incorporators are as follows:

Name	Nationality	Address
GEORGE VON KALTNER	American	REDACTED
GREGORIO GERRY F. FERNANDEZ	Filipino	
BENIGNO G. PAR, JR.	Filipino	
LORY ANNE P. MANUEL- MCMULLIN	Filipino	
OSCAR RAZZOUR	American	

SIXTH: The number of directors of said corporation shall be five (5) and that the names, nationalities and residences of the first directors who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

Name	Nationality	Address
GEORGE VON KALTNER	American	REDACTED
GREGORIO GERRY F. FERNANDEZ	Filipino	
BENIGNO G. PAR, JR.	Filipino	
LORY ANNE P.	Filipino	

MANUEL- MCMULLIN		REDACTED
OSCAR RAZZOUR	American	

SEVENTH: The authorized capital stock of the corporation is **Ten Million Pesos (Php10,000,000.00)**, divided into **One Hundred Thousand (100,000)** shares with the par value of **One Hundred Pesos (Php100.00)** per share.

EIGHT: That the amount of said capital, which has been actually subscribed and paid, is **Ten Million Pesos (Php10,000,000.00)** and the following persons have subscribed for the number of shares and the amount of capital stock indicated as follows:

<u>NAME</u>	<u>NATIONALITY</u>	<u>NO. OF SHARES SUBSCRIBE D</u>	<u>AMOUNT SUBSCRIBED (PHP)</u>	<u>AMOUNT PAID (PHP)</u>
GEORGE KALTNER	American	25,000	2,500,000.00	625,000.00
GREGORIO GERRY F. FERNANDEZ	Filipino	1	100.00	100.00
BENIGNO G. PAR, JR.	Filipino	1	100.00	100.00
LORY ANNE M. MCMULLIN	Filipino	1	100.00	100.00
OSCAR RAZZOUR	American	1	100.00	100.00
TOTAL		<u>25,004</u>	<u>2,500,400.00</u>	<u>625,400.00</u>

TENTH: **Oscar Razzour** has been elected by the subscribers as Treasurer of the corporation to act as such until his successor is duly elected and qualified in accordance with the by-laws; and as such Treasurer, he has been authorized to receive for and in the name and for the benefit of the corporation, all subscriptions paid by the subscribers.

ELEVENTH: That the incorporators and directors undertake to change the name of the corporation as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name or contrary to public morals, good custom or public policy.

IN WITNESS WHEREOF, we have set our hands this 23rd day of July 2015 at Makati City

GEORGE VON KALTNER
TIN: 434-527-508

GREGORIO GERRY F. FERNANDEZ
TIN: 171-299-292

BENIGNO G. PAR, JR.
TIN: 163-257-628

LORY ANNE P. MANUEL-MCMULLIN
TIN: 176-791-662

OSCAR RAZZOUR
US Passport No. **REDACTED**

WITNESSES:

ACKNOWLEDGMENT

Republic of the Philippines)
Makati City) S.S.

BEFORE ME, a Notary Public in and for Makati City, Philippines, this 23rd July, 2015 personally appeared:

<u>Name</u>	<u>Identification</u>	<u>Date & Place Issued</u>
George Von Kaltner	REDACTED	Manila / September 15, 2011
Gregorio Gerry F. Fernandez		Manila / September 12, 2010
Benigno G. Par, Jr.		Manila / January 28, 2015
Lory Anne P. Manuel-McMullin		USA / 21 February 2013
Oscar Razzour		

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Doc. No. 191;
Page No. 46;
Book No. 111;
Series of 2015.

ETHELENE G. VELASCO
Notary Public, Appt. No. M-501, Makati City
Valid until: 31 December 2015
JGLaw, 6th Floor, SDL Bldg., 112 Amoroso St.
Legaspi Village, Makati City
PTR No. 4757012 1/1/11, Makati City
IBP No. 058459x 1/1/11 Pangasinan Chapter
Roll No. 62420